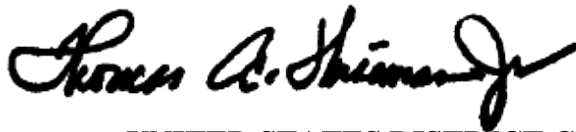


GRANTED.



UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION

| | | |
|---------------------------------|---|--------------------------|
| CITY OF COOKEVILLE, TENNESSEE, |) | |
| |) | |
| Plaintiff, |) | |
| |) | |
| v. |) | Civil No. 2:02-0093 |
| |) | |
| UPPER CUMBERLAND ELECTRIC |) | Senior Judge Wiseman |
| MEMBERSHIP CORPORATION, et al., |) | Magistrate Judge Knowles |
| |) | |
| Defendants. |) | |

**DEFENDANTS' UNOPPOSED MOTION FOR LEAVE
TO FILE REPLY IN SUPPORT OF JOINT MOTION TO AMEND**

As provided by Rule 7.01(b) of the Local Civil Rules, Defendants Upper Cumberland Electric Membership Corporation ("UCEMC"), Rural Utilities Service ("RUS") and National Rural Utilities Cooperative Finance Corporation ("CFC") jointly seek leave of the Court to file the reply submitted herewith in support of their pending Joint Motion to Amend the Court's March 2005 Judgment. A copy of the proposed reply brief has been filed contemporaneously.

Defendants submit that this brief reply is necessary in order to correct several fundamental misconceptions in the Plaintiff's response. Counsel for the Plaintiff has indicated that it does not oppose this motion for leave, and the Court has previously granted similar leave to the Plaintiff. *See* Doc. 244.

Accordingly, Defendants respectfully requests that the Court grant the requested leave and allow them to file the attached reply brief.